

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period<sup>1</sup>**

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<sup>1</sup> Although the total fees sought in this Application did not exceed the total budgeted fees for the Compensation Period (fees sought in this Application are 12.9% below budgeted fees), the fees sought for May exceed budgeted fees for this month. Efforts required to address litigation related to the *APPU v. University of Puerto Rico* matter contributed to the slightly higher than budgeted fees. Proskauer made reasonable best efforts to defend the Debtor and the Oversight Board in this matter, while maintaining cost-effective practices.

Matter #	Matter Name	February Estimated Fees	February Actual Fees	March Estimated Fees	March Actual Fees	April Estimated Fees	April Actual Fees	May Estimated Fees	May Actual Fees
33260.0002	PROMESA TITLE III: COMMONWEALTH	\$1,310,775.76	\$1,053,541.50	\$1,565,451.18	\$1,013,766.00	\$1,317,866.88	\$1,511,731.20	\$1,834,981.02	\$1,303,814.10
33260.0033	COMMONWEALTH TITLE III – ACP MASTER	\$0.00	\$0.00	\$0.00	\$3,313.80	\$0.00	\$0.00	\$0.00	\$0.00
33260.0034	COMMONWEALTH TITLE III – HEALTHCARE	\$22,897.03	\$68,884.50	\$102,355.08	\$27,874.80	\$50,000.00	\$31,036.80	\$37,673.32	\$50,739.00
33260.0035	COMMONWEALTH TITLE III – APPOINTMENTS CLAUSE	\$0.00	\$16,490.10	\$24,502.54	\$1,343.40	\$75,000.00	\$22,328.70	\$27,103.19	\$3,234.90
33260.0039	COMMONWEALTH TITLE III – RULE 2004	\$51,559.88	\$18,556.20	\$27,572.55	\$13,405.20	\$16,443.80	\$7,608.30	\$9,235.16	\$18,112.50
33260.0040	COMMONWEALTH TITLE III – COOPERATIVAS	\$1,306.56	\$394.50	\$586.19	\$1,341.30	\$75,000.15	\$43,698.60	\$53,042.57	\$81,267.00
33260.0041	COMMONWEALTH TITLE III – MISCELLANEOUS	\$256,863.88	\$244,118.40	\$362,734.11	\$626,662.50	\$566,391.43	\$375,291.00	\$455,538.56	\$583,278.00
33260.0061	COMMONWEALTH TITLE III – FISCAL PLAN/BUDGET LITIGATION	\$78,699.87	\$131,929.80	\$196,033.72	\$102,362.70	\$154,533.47	\$125,434.50	\$152,255.85	\$26,108.10
33260.0063	COMMONWEALTH TITLE III – SENATE BANK ACCOUNT	\$0.00	\$71,533.50	\$106,291.21	\$20,514.00	\$20,000.00	\$5,523.00	\$6,703.97	\$0.00
33260.0069	COMMONWEALTH TITLE III - APPU V UNIVERSITY OF PUERTO RICO	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$41,244.00	\$50,063.10	\$123,568.50
33260.0072	COMMONWEALTH TITLE III - GO & GUARANTEED BONDS LIEN	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$40,195.80
33260.0073	COMMONWEALTH TITLE III - AMBAC/PRIFA STAY-RELIEF MOTION	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$36,215.10
<b>Commonwealth TOTAL</b>		<b>\$1,722,102.98</b>	<b>\$1,605,448.50</b>	<b>\$2,385,526.57</b>	<b>\$1,810,583.70</b>	<b>\$2,275,235.73</b>	<b>\$2,163,896.10</b>	<b>\$2,626,596.76</b>	<b>\$2,266,533.00</b>
<b>ESTIMATED FEES Compensation Period (February - May 2019) TOTAL:</b>									<b>\$9,009,462.03</b>
<b>ACTUAL FEES Compensation Period (February - May 2019) TOTAL:</b>									<b>\$7,846,461.30</b>
<b>Percent Variance (Actual vs Budgeted Fees)</b>									<b>12.9% below budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period**

<b>Category of Timekeeper<sup>2</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>3</sup></b>	<b>Average Hourly Rate<sup>4</sup></b>
Partners	30	\$789
Senior Counsel	8	\$789
Associates	25	\$789
e-Discovery Attorneys	5	\$390
Law Clerks	10	\$270
Paraprofessionals	21	\$270

<sup>2</sup> Attorney Practice Groups: BSGR&B, Tax, Labor & Employment, Litigation, and Corporate.

<sup>3</sup> The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group ("BSGR&B"); Tax; Labor & Employment; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

<sup>4</sup> As detailed in the Fifth Interim Application, as of January 1, 2019, Proskauer's rates under the Engagement Letter increased from \$759 to \$789 per hour for attorneys, and from \$260 to \$270 per hour for paraprofessionals. Additionally at that time, with the client's knowledge and permission, Proskauer created a new rate class, e-Discovery Attorney, with the rate of \$390 per hour. Rates have not increased during this Compensation Period.